

TORONTO STOCK EXCHANGE

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FILING STATEMENT NO. 997.
FILED, NOVEMBER 28th, 1963.

GOLDFIELDS MINING CORPORATION LIMITED (Non-Personal Liability)

Full corporate name of Company
Incorporated under the laws of the Province of Saskatchewan
by Memorandum of Association dated May 12th, 1949.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT Reference is made to previous
Filing Statement No. 535.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Loan to affiliated company - see Paragraph 19.
2. Head office address and any other office address.	1855 Scarth Street, Regina, Saskatchewan. 11 Adelaide Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	J.B. Aird, 2 Glenallian Road, Toronto, Ontario, Queen's Counsel. R.M. Barr, 1819 Cornwall Street, Regina, Sask., Queen's Counsel. Sir Michael Butler, Bt., 49 Highland Cres., York Mills, Ont., Barrister and Solicitor (Secy. & Director) J.C. Frantz, 18 Inez Court, Willowdale, Ont., Geologist (Vice-President & Director) J.B. Goad, 112 Forest Hill Road, Toronto, Ont., Stockbroker N.B. Keevil, 866 Tennyson Ave., Port Credit, Ont., Geophysicist (President and Director) J.H. Westell, 73 Wimbleton Rd., Islington, Ont., Executive. D.S. Brown, 109 Pandora Circle, Scarborough, Ont. (Treasurer)
4. Share capitalization showing authorized and issued and outstanding capital.	10,000,000 \$1 par value shares authorized and issued and outstanding.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	N/A
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	N/A
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Continuation of work referred to in Paragraph 10.

FINANCIAL STATEMENTS

GOLDFIELDS MINING CORPORATION LIMITED
(Non-Personal Liability)

BALANCE SHEET

November 15, 1963

ASSETS

Current Assets

Cash	\$ 3,292
Accounts and Interest Receivable	18,083
Short Term Loan Receivable	59,000
Dividends Receivable	49,917
Prepaid Insurance	<u>530</u>
	\$ 130,822
<u>Investments (at cost - less amounts written off</u>	
Market Value - \$3,210,155)	<u>2,953,150</u>

Fixed Assets

Buildings and Machinery fully depreciated - at nominal value	1
Mining Claims and Interests	<u>100,001</u>
	<u>\$3,183,974</u>
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LIABILITIES

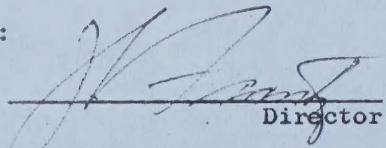
Current Liabilities

Accounts Payable	\$ 11,649
Loan Payable (secured)	209,000
Unclaimed Capital Repayments and Dividends	<u>9,813</u>
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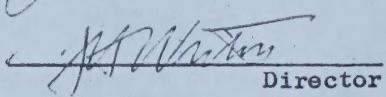
Shareholders' Equity

Capital Stock -	
Authorized and Issued -	
10,000,000 shares @ \$1.00 Par Value	10,000,000
Less: Discount	7,203,159
Capital Surplus	<u>6,202</u>
	<u>7,209,361</u>
	2,790,639
<u>Retained Earnings</u>	<u>162,873</u>
	<u>\$3,183,974</u>
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APPROVED:



Director

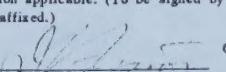


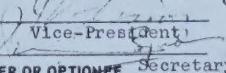
Director

10. Brief statement of company's chief development work during past year.	Exploration was conducted on numerous mining properties across Canada, both on its own behalf and in conjunction with other members of the Keevil Mining Group. At the property of Silverfields Mining Corporation Limited (an affiliated company) an extensive underground drilling programme was followed up by cross-cutting and subsequent drifting in silver ore. Shaft sinking provided for two new levels. At the present time Silverfields is stock piling ore in contemplation of custom milling. In July, 1963 a probable reserve of 1,622,000 ozs. of silver in 26,000 tons of ore grading 62 ozs. per ton had been indicated on the Silverfields property.																																				
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	N/A																																				
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N/A																																				
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None																																				
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible, if names are not those of beneficial owners, so state.)	N/A																																				
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Mining Geophysics Company Limited, 11 Adelaide Street West, Toronto, 906,843 Bay & Co., A/c #1, 53 King St.W., Toronto, 854,756 J.L. Goad & Co., 7 King St.E., Toronto, 816,068 N.B. Keevil, 11 Adelaide St. W., Toronto, 711,751 Gee & Co., 25 King St. W., Toronto, 687,804 The Company believes that part of the shareholdings registered in the names of Bay & Co., Gee & Co. and J.L. Goad & Co. may be beneficially owned by N.B. Keevil and companies with which he is associated.																																				
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The beneficial owners above referred to if acting in concert.																																				
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table> <thead> <tr> <th></th> <th>No. of Shares</th> <th>Book Value</th> <th>Market Value</th> </tr> </thead> <tbody> <tr> <td>Inmont Copper Mines Limited</td> <td>216,500</td> <td>\$ 10,000</td> <td>\$ 8,660</td> </tr> <tr> <td>- escrowed</td> <td>910,500</td> <td>-</td> <td>-</td> </tr> <tr> <td>Jamaican Mining Limited</td> <td>150,000</td> <td>7,500</td> <td>2,250</td> </tr> <tr> <td>Silverfields Mining Corporation Limited</td> <td>180,000</td> <td>46,550</td> <td>104,400</td> </tr> <tr> <td>- escrowed</td> <td>370,000</td> <td>15,447</td> <td>-</td> </tr> <tr> <td>Teck Corporation Limited</td> <td>665,558</td> <td>2,862,447</td> <td>3,094,845</td> </tr> <tr> <td>Other securities (unlisted)</td> <td></td> <td>11,206</td> <td>-</td> </tr> <tr> <td></td> <td></td> <td>\$2,953,150</td> <td>\$3,210,155</td> </tr> </tbody> </table>		No. of Shares	Book Value	Market Value	Inmont Copper Mines Limited	216,500	\$ 10,000	\$ 8,660	- escrowed	910,500	-	-	Jamaican Mining Limited	150,000	7,500	2,250	Silverfields Mining Corporation Limited	180,000	46,550	104,400	- escrowed	370,000	15,447	-	Teck Corporation Limited	665,558	2,862,447	3,094,845	Other securities (unlisted)		11,206	-			\$2,953,150	\$3,210,155
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18. Brief statement of any lawsuits pending or in process against company or its properties.	None																																				
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Agreement dated October 1, 1963, with Silverfields Mining Corporation Limited whereunder the Company will lend up to \$200,000 at 6% interest per annum, repayable on demand after March 31, 1964, for which the Company has received 100,000 shares of Silverfields Mining Corporation Limited, escrowed until September 30, 1964, and will receive a further 100,000 such shares, escrowed until March 31, 1965, unless the loan is repaid in full on or before March 31, 1964																																				
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	None, nor are any shares of the Company in the course of primary distribution to the public.																																				

DATED November 15, 1963.
CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"J.C. Frantz"  CORPORATE SEAL

"M. Butler"  Vice-President

Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

